

Appendix A: Statements Alleged to Be Fraudulent<sup>1</sup>

CS No.	CC ¶	Date	Source	Challenged Statement (“CSs”)	Reasons Not Actionable
1	94	11/9/23	Press Release re Q3 2023 Financial Results	The growth seen in this quarter, as well as the past year, has been fueled by a combination of our strategic investments and partnerships, our differentiated approach to advertising solutions, as well as a set of market dynamics which have been highly beneficial to our position in the industry. We have capitalized on the shift in ad spend towards digital media on both the sell- and buy-side and will continue to grow our presence in the space through our recent partnerships and advancements of our technology stack. <i><b>We remain committed to executing on the same growth and investment initiatives that led us to the strong third quarter results we are reporting today.</b></i>	<ul style="list-style-type: none"> <li>• No false statement of fact</li> <li>• Puffery</li> <li>• Non-actionable opinion</li> </ul>
2	95	11/9/23	Press Release re Q3 2023 Financial Results	<p>Assuming the U.S. economy does not experience any major economic conditions that deteriorate or otherwise significantly reduce advertiser demand, we are increasing our previously issued estimate as disclosed in our second quarter 2023 update:</p> <ul style="list-style-type: none"> <li>• For fiscal year 2023, we <i><b>expect revenue to be in the range of \$170 million to \$190 million</b></i>, or 101% year-over-year growth at the mid-point.</li> </ul> <p>“We are thrilled to announce the raising of our fiscal year 2023 revenue guidance to \$180 million at the midpoint, a 101% increase over full-year 2022 results. This increase reflects our belief in our ability to execute on our various growth strategies, <i><b>demonstrates the strength of our operating leverage</b></i> and highlights the favorable market trends that we expect to continue for the remainder of this year,” commented Diana Diaz, Chief Financial Officer.</p>	<ul style="list-style-type: none"> <li>• No actionable omission</li> <li>• Non-actionable opinion</li> <li>• Forward-looking statement</li> </ul>

<sup>1</sup> Bolding and italics are as they appear in the CC. Where the CC only excerpts from a Challenged Statement, the chart quotes the Challenged Statement in full.

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3	97	11/9/23	Q3 2023 Form 10-Q	In the advertising industry, inventory quality is assessed in terms of invalid traffic (“IVT”) which can be impacted by fraud such as “fake eyeballs” generated by automated technologies set up to artificially inflate impression counts. As a result of our platform design and proactive IVT mitigation efforts, in the nine months ended September 30, 2023, we determined that approximately 1% of inventory was invalid, resulting in minimal financial impact to our customers. <i>We address IVT on a number of fronts, including sophisticated technology, which detects and avoids IVT on the front end; direct publisher and inventory relationships, for supply path optimization; and ongoing campaign and inventory performance review, to ensure inventory quality and brand protection controls are in place.</i>	<ul style="list-style-type: none"> <li>• No false statement of fact</li> <li>• No actionable omission</li> </ul>
4	99	11/9/23	Earnings Call re Q3 2023 Financial Results	On that topic, <i>for the remainder of 2023, we believe our technology strategy, infrastructure and operational investments will continue to bear fruit</i> as we make considerable progress with our server transitions as well as our overall re-platforming.	<ul style="list-style-type: none"> <li>• No false statement of fact</li> <li>• Puffery</li> <li>• Non-actionable opinion</li> <li>• Forward-looking statement</li> </ul>

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5	99	11/9/23	Earnings Call re Q3 2023 Financial Results	<p>[Defendant Walker:] . . . Historically, Q4 has been our strongest quarter, and we expect to see favorable market dynamics with an increase in media spend being targeted to reach both general and multicultural audiences. Consequently, <b><i>we’re revising our full year 2023 revenue guidance upwards to a range of \$170 million to \$190 million.</i></b></p> <p>By removing the aforementioned warrant overhang, executing on our re-platforming strategy <b><i>and continuing our operational excellence</i></b>, we believe we will pave a way for growth in our stock, valuing Direct Digital Holdings at a similar level to our peers.</p>	<ul style="list-style-type: none"> <li>• No actionable omission</li> <li>• Puffery</li> <li>• Non-actionable opinion</li> <li>• Forward-looking statement</li> </ul>
6	100	11/9/23	Earnings Call re Q3 2023 Financial Results	<p>[Analyst:] . . . I just – I’ll ask just in Q4, thank you for Q4 being up sequentially from Q3. There’s – The Trade Desk is out talking about some cautiousness in Q4 that stabilized in a little rough in October, stabilized in November. And <b><i>I’m just –the momentum you’re seeing seems like it’s continuing, especially if your guidance history is evident here, too, but just kind of curious what you’re seeing</i></b> in conversations right now relative to the broader macro.</p> <p>[Defendant Walker:] Yes. For the broader macro, and I think you’ve seen it in our revision upwards of our guidance and the conversations we have. If we weren’t confident, we wouldn’t have revised up the way that we did, <b><i>but we are pretty confident in the relationships that we’ve been able to build and the platform that we’ve been able to establish</i></b> and the growth that we actually have on our road map. So we are still bullish on our business, even though some of our peers might be having some other difficulties, but we are really confident in the model that we’ve been able to build here at Direct Digital.</p>	<ul style="list-style-type: none"> <li>• Puffery</li> <li>• Non-actionable opinion</li> </ul>

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7	102	12/5/23	2023 Noble Capital Markets 19 <sup>th</sup> Annual Emerging Growth Equity Conference	<p>What originally happened, probably about two years ago, Apple said they’re going to stop sending cookies on their devices and then now Google has also due to the DOJ and other reasons has said they’re going to phase out cookies starting in 2024.</p> <p><i>We actually during the month of November/December have actually already started working on that</i>, and so since it is the currency—it’s – think about it like Bitcoin. If someone stops trading on the US dollar and they start trading on Bitcoin or Dogecoin or other coins that’s going to be the currency that people actually recognize.</p> <p>So what we’re doing to prep for that is there’s a significant amount of other IDs that buyers are interested in leveraging, ID5, they also have -- Ramp has their own ID – or LiveRamp has their own ID. Trade Desk has their own ID. There’s a host of other IDs that are out there and we’re making our platform compatible and working with five of the other ones . . . . So, we’re doing integrations currently with each of those and starting to test out by capabilities on all those so that we’re prepared for 2024.</p> <p>So the way that we’re actually looking at it—I think the whole industry is looking at it—it’s a wait and see approach, but <i>we’re being proactive and starting to make that transition</i> because it’s a definite that it’s going to be here this time.<sup>2</sup></p>	<ul style="list-style-type: none"> <li>• No false statement of fact</li> <li>• No actionable omission</li> </ul>

<sup>2</sup> The CC alters Defendant Walker’s quote to “we actually during the month[s] of November [and] December have actually started working on that.” CC ¶ 102 (alterations in original). This appendix uses a video recording to transcribe Defendant Walker’s statement without editorializing. See <https://www.youtube.com/watch?v=KPxN7R1zHc0&t=17s> at 7:00–8:53.

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8	103	12/5/23	2023 Noble Capital Markets 19 <sup>th</sup> Annual Emerging Growth Equity Conference	Based upon that growth and how historically we have been able to perform year over year, our expectation is that <i>we were able to raise guidance to about 170 to 190 million of top line revenue and we expect for us to be within that range</i> as the guidance that we had given out to the public.	<ul style="list-style-type: none"> <li>• No actionable omission</li> <li>• Non-actionable opinion</li> <li>• Forward-looking statement</li> </ul>
9	105	1/9/24	2024 ICR Conference Fireside Chat	<i>I think one of the things that our company has done is we’ve been prepping for this for the last year and specifically in Q4 we started taking steps to automatically change our platform to adjust for this change which is coming on in six months.</i> So, through the next-- from now until it actually occurs in the middle of Q3 we’re going to be prepared for that and those are some of the changes we are actually making today.	<ul style="list-style-type: none"> <li>• No false statement of fact</li> <li>• No actionable omission</li> </ul>
10	106	1/9/24	2024 ICR Conference Fireside Chat	This year we were able to raise and beat guidance and <i>we’re projected to be somewhere in the hundred-- the guidance we give is 170 to 190 million of top line revenue grow. Um, so with that we’ve been able to grow and I think the market has finally started catching up with our story.</i>	<ul style="list-style-type: none"> <li>• No actionable omission</li> <li>• Non-actionable opinion</li> <li>• Forward-looking statement</li> </ul>

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11	108	2/1/24	Pulse 2.0 Interview	<p>[Pulse 2.0:] <i>What have been some of the company’s most significant milestones?</i></p> <p>[Defendant Walker:] “As we execute on our robust growth strategy supported by key technological capabilities, our rapid growth, as evidenced by our strong earnings results in recent quarters, has been really exciting. <i>A significant milestone for the team was crossing \$100 million in revenues in, and, importantly, just in Q3 we raised our guidance again to a range of \$170 million to \$190 million for FY 2023.</i> We believe we are just getting started as we continue to invest in our technology and infrastructure.</p>	<ul style="list-style-type: none"> <li>• No allegation when Walker made statement</li> <li>• No actionable omission</li> <li>• Non-actionable opinion</li> <li>• Forward-looking statement</li> </ul>
12	111	3/26/24	Press Release re Q4 2023 and FY 2023 Financial Results	<p>Although performance in the fourth quarter was not as strong as we initially expected <i>due to proactive measures we are taking in the face of changing macro industry trends, we are confident our company is in a position to build on the successes of 2023</i>, expand on emerging channel and inorganic growth opportunities <i>and continue our strong revenue growth and market share gains in 2024.</i></p>	<ul style="list-style-type: none"> <li>• No false statement of fact</li> <li>• No actionable omission</li> <li>• Puffery</li> <li>• Non-actionable opinion</li> </ul>

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13	113	3/26/24	Earnings Call re Q4 2023 and FY 2023 Financial Results	<p>While we saw strong growth in Q4 2023 year-over-year with revenue of \$41 million, which was 33% higher than the same period last year, we were down sequentially from Q3 with Q4 revenue, which was shy of our revised guidance due to two primary factors. <i>In the fourth quarter, based upon value change changes, it became clearer cookie deprecation would begin at Q1 2024.</i> In addition, <i>we noted softer demand that our revised guidance called for. As such, our team proactively began our transition off of cookies for media transactions. As a result, we believe our strategic decision to accelerate our investments has positioned us well for the future and ahead of our peers.</i></p> <p><i>In addition, in Q4, we did our complete beta testing on our original schedule for several strategic publishers, including Dotdash Meredith, Weather.com, NBCU and Arete Group, which would have increased overall the pressure count. These strategic publishers have all been launched in Q1 of 2024.</i> We continue to prioritize long-term successes for short-term gain and <i>we are confident the strategic measures in internal calibrations were made in Q4 2023 will position the company to build on the successes of 2023 and continue revenue growth and market share gains in 2024.</i></p>	<ul style="list-style-type: none"> <li>• No false statement of fact</li> <li>• No actionable omission</li> <li>• Non-actionable opinion</li> </ul>
14	114	3/26/24	Earnings Call re Q4 2023 and FY 2023 Financial Results	<p>As Mark mentioned, <i>revenue for the fourth quarter of 2023 was lower than anticipated due to lower-than-anticipated demand, a delay in the release of Tier 1 publishers from beta testing and proactive efforts by the company during the fourth quarter to accelerate the transition towards a cookie-less advertising platform.</i></p>	<ul style="list-style-type: none"> <li>• No false statement of fact</li> <li>• No actionable omission</li> </ul>

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15	115	3/26/24	Earnings Call re Q4 2023 and FY 2023 Financial Results	Yeah. <i>I would say the softer demand was a combination of the change that we saw with making the transition over cookies because of the platform impact that we actually had in Q4.</i> And we also saw it being lighter going into the holiday season. So it was a combination of both as it relates to Q3.	<ul style="list-style-type: none"> <li>• No false statement</li> <li>• No actionable omission</li> </ul>
16	118	5/10/24	CampaignUS Article	“The financial solvency of our company <i>is very sound,</i> ” [Defendant Walker] said, adding that it <i>remains profitable</i> , and its first-quarter performance was “ <i>up 20% year over year.</i> ”	<ul style="list-style-type: none"> <li>• No allegation of defendant control over paraphrasing</li> <li>• No false statement of fact</li> <li>• Non-actionable opinion</li> </ul>
17	119	5/10/24	CampaignUS Article	“Unfortunately, we believe that there has been a concerted effort to seek financial gain by attempting to discredit the performance and operations of DDH. To be clear, <i>DDH remains operationally well-positioned and financially strong</i> with estimated 2023 FY earnings of \$157 million <i>and is experiencing continued growth into 2024.</i> <i>We maintain a solid financial relationship with our partners</i> and are committed to continuous improvement and strengthening our products and services.	<ul style="list-style-type: none"> <li>• No false statement of fact</li> <li>• Puffery</li> <li>• Non-actionable opinion</li> </ul>